

0100360031

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

1275 K STREET, N. W.

WASHINGTON, D. C. 20005-4078

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September 27, 1994

RECORDATION NO. **18992** FILED 1425

SEP 27 1994 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. **18992-A** FILED 1425

SEP 27 1994 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

New Recordation No. and -A

Dear Mr. Williams:

On behalf of Wilmington Trust Company, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a primary document and a related secondary document, neither previously recorded.

The primary document to be recorded under a new Recordation No. is entitled Memorandum of Trust Indenture and Security Agreement (Phillips Trust No. 94-1), made and entered into as of September 1, 1994, and covers, among other things, the granting by the Owner Trustee of a security interest to the Indenture Trustee in the railroad rolling stock as identified in Exhibit A thereto.

The related secondary document to be recorded under -A of the new Recordation No. is entitled Memorandum of Trust Indenture Supplement No. 1 (Phillips Trust No. 94-1) made and entered into as of September 27, 1994, and extends the Owner Trustee's grant of a security interest to the Indenture Trustee in the railroad rolling stock as identified in Exhibit A thereto.

The parties to the two above-mentioned documents are:

- Wilmington Trust Company - Owner Trustee/Debtor  
1100 North Market Street  
Rodney Square North  
Wilmington, DE 19890
- Shawmut Bank Connecticut, - Indenture Trustee/Secured Party  
National Association  
777 Main Street  
Hartford, CT 06115

The units of equipment covered by the two enclosed documents are as mentioned above.

A short summary to be put in the ICC Index Book as to the two above-mentioned documents is as follows:

"Covers tank cars and covered hopper cars in Schedule A"

Enclosed is a check in the amount of thirty-six dollars (\$36.00) in payment of the filing fees.

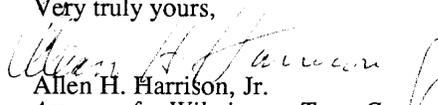
*Counterparts - 4/11/94*

SEP 27 1 22 PM '94  
RECEIVED  
SEP 27 1994

DONELAN, CLEARY, WOOD & MASER, P. C.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
*Attorney for Wilmington Trust Company  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423  
Enclosures  
BY HAND  
8339-020

**Interstate Commerce Commission**  
Washington, D.C. 20423

9/27/94

OFFICE OF THE SECRETARY

Allen E. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, PC.  
1275 K Street, NW., Ste. 850  
Washington, DC. 20005-4078

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/27/94 at 1:25PM, and assigned recordation number(s). 18992.18992-A, 18993, 18993-A and B.

Sincerely yours,

Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 90.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

*Janice M. Fort*





Exhibit A to  
Memorandum of Trust Indenture  
and Security Agreement  
(Phillips Trust No. 94-1)

Part A - Rail Cars (Class A)

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
8 (1969)	GATC - 33,500 gal, High Pressure Tank Cars	33683, 33696 33697, 33702 33703, 33708 33709, 33712
25 (1970)	GATC - 33,500 gal, Low Pressure Tank Cars	53676, 53677 53679 -53682 53684 -53691 53693 -53695 53698, 53699 53701, 53704 -53707 53710, 53711
93 (1970)	GATC - 33,500 gal, High Pressure Tank Cars	33713 -33753 33755 -33796 33798 -33807
38 (1971)	ACF Model 5700, 5700 cu ft Covered Hopper Cars	5776 - 5787 5789 - 5807 5809 - 5815
72 (1971)	GATC - 33,500 gal, High Pressure Tank Cars	41601 -41622 41624 -41642 41644 -41666 41668 -41675
14 (1972)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	5816 - 5818 5820 - 5830
45 (1973)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	5831 - 5875
295 SUBTOTAL		

Part B - Rail Cars (Class B)

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
110 (1976)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	5876 - 5913 5915 - 5971 5973 - 5987
108 (1977)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	5988 - 6029 6031 - 6084 6086 - 6097
25 (1977)	Pullman-Standard, 5820 cu ft Covered Hopper Cars	9001 - 9025

4	(1977)	Richmond Tank - 23,500 gal Low Pressure Tank Cars	23401 - 23404
3	(1977)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	1976 - 1978
154	(1977)	Pullman-Standard, 5820 cu ft Covered Hopper Cars	9026 - 9140 9142 - 9180
6	(1979)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	1979 - 1984
60	(1979)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	6098 - 6108 6110 - 6140 6142 - 6159
343	(1980)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	6161 - 6178 6180 - 6185 6187 - 6343 6345 - 6383 6385 - 6496 6398 - 6434 6436 - 6503 6505 - 6510
42	(1980)	Trinity - 13,500 gal, Low Pressure Tank Cars (Sulfur)	13501 - 13517 13519 - 13524 13526 - 13544
49	(1980)	Union Tank - 23,500 gal Low Pressure Tank Cars	23501 - 23503 23505 - 23550
97	(1980)	Trinity - 34,000 gal, High Pressure Tank Cars	33808 - 33817 33819 - 33833 33835 - 33881 33883 - 33907
50	(1980)	Richmond Tank - 34,000 gal High Pressure Tank Cars	34001 - 34050

1051 SUBTOTAL

Part C - Rail Cars (Class C)

<u>No. of Units</u>		<u>Description</u>	<u>Road Numbers</u>
100	(1981)	Pullman-Standard 5820 cu ft Covered Hopper Cars	6511 - 6610
50	(1981)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	6611 - 6660

100	(1981)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	6662, 6664 - 6689 6691, 6694, 6695 6698 - 6704 6706, 6707 6710 - 6713 6715 - 6730 6732, 6734 - 6749 6751 - 6754 6757 - 6759 6761 - 6770 6772 - 6778
18	(1981)	Union Tank 5820 cu ft Covered Hopper Cars	9181 - 9198
130	(1981)	Trinity - 34,000 gal, High Pressure Tank Cars	33908 -33982 34051 -34103 34106, 34107
5	(1982)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	1985-1989
27	(1982)	ACF Model 5701, 5700 cu ft Covered Hopper Cars	6661, 6663 6690, 6692 6693, 6696 6697, 6705 6708, 6714 6731, 6733 6750, 6755 6760, 6779 - 6790
19	(1982)	Trinity - 34,000 gal, High Pressure Tank Cars	34104, 34105 34108 -34123 34125
1	(1983)	Thrall Car - 5800 cu ft Covered Hopper Car	2000
450 SUB TOTAL			

Part D - Rail Cars (Class D)

<u>No. of Units</u>		<u>Description</u>	<u>Road Numbers</u>
115	(1987)	Thrall Car - 5800 cu ft Covered Hopper Cars	2001 - 2079 2081 - 2116
55	(1987)	ACF Model "Chem-King" 5800 cu ft Covered Hopper Cars	6801 - 6850 6852 - 6856
87	(1987)	Thrall Car - 5800 cu ft Covered Hopper Cars	2117 - 2203
43	(1988)	ACF Model "Chem-King" 5800 cut ft Covered Hopper Cars	6871 - 6913

67	(1988)	Union Tank - 30,000 gal Low Pressure Tank Cars	29401 -29414 29416 -29468
48	(1989)	Thrall Car - 5800 cu ft Covered Hopper Cars	2325 - 2349 2351 - 2373
121	(1990)	Thrall Car - 5800 cu ft Covered Hopper Cars	2204 - 2324
10	(1990)	Trinity - 23,500 gal Low Pressure Tank Cars	23551 -23560
42	(1990)	Trinity - 30,000 gal Low Pressure Tank Cars	29471 - 29512

588 SUB TOTAL

2384 GRAND TOTAL

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(Phillips Trust No. 94-1)

Memorandum of Trust Indenture and Security Agreement  
(Phillips Trust No. 94-1), made and entered into as of September  
1, 1994 by and between SHAWMUT BANK CONNECTICUT, NATIONAL  
ASSOCIATION, as Indenture Trustee, a national banking association  
("Indenture Trustee"), WILMINGTON TRUST COMPANY, a Delaware  
banking corporation not in its individual capacity except as  
expressly provided herein, but solely as Owner Trustee under the  
Trust Agreement ("Owner Trustee").

W I T N E S S E T H:

The undersigned have entered into that certain Trust  
Indenture and Security Agreement (Phillips Trust No. 94-1) (the  
"Trust Indenture"), dated as of September 1, 1994, wherein the  
Owner Trustee has granted a security interest in certain covered  
hopper cars and tank cars bearing road numbers as listed on  
Exhibit A attached hereto to the Indenture Trustee in order to  
secure the Owner Trustee's performance of its obligations as  
described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused  
this memorandum to be duly executed by their respective officers  
duly authorized as of the date and year first above written.

[CORPORATE SEAL]

SHAWMUT BANK CONNECTICUT,  
NATIONAL ASSOCIATION

By: \_\_\_\_\_

Name:  
Title:

Executed on this \_\_\_ day of September  
1994

[CORPORATE SEAL]

WILMINGTON TRUST COMPANY,  
not in its individual capacity except as  
otherwise expressly provided but solely  
as Owner Trustee

By: W. Chris Spollenberg

Name: W. Chris Spollenberg  
Title: Financial Services Officer

Executed on this \_\_\_ day of September  
1994

STATE OF )  
 ) SS  
COUNTY OF )

On this \_\_\_\_\_ of \_\_\_\_\_, 199\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, said that he is \_\_\_\_\_ of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said national banking association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

STATE OF Delaware )  
 ) SS  
COUNTY OF New Castle

On this 23<sup>rd</sup> of September, 1994, before me personally appeared W. CHRIS SPONENBERG, to me personally known, who being by me duly sworn, said that he/~~she~~ is Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said banking corporation on such day by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sonja F. Allen  
Notary Public

SONJA F. ALLEN  
NOTARY PUBLIC  
My Commission expires May 30, 1996

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

Exhibit A to  
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 and Security Agreement  
 (Phillips Trust No. 94-1)

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